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FACSIMILE TRANSMITTAL

TO: Kamiakin Wheeler and Kanim James
DATE: January 16, 2018
FACSIMILE NO: (509) 874-3690
RE: King Mountain Tobacco Company, Inc.

NUMBER OF PAGES 3
(INCLUDING COVER PAGE)

MESSAGE:

Kamiakin and Kanim - We received the attached documentation from the Shareholders and have been instructed to transmit the same to you.

The information contained in this transmission is attorney privileged, confidential, and is intended only for the use of the individual or entity named above. IF THE READER OF THIS COMMUNICATION IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT YOU ARE NOT AUTHORIZED TO REVIEW THE FOLLOWING PAGES AND THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. If you have received this communication in error, please notify us immediately by a collect telephone call to (509) 834-6611 and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

**KING MOUNTAIN TOBACCO COMPANY INC.
UNANIMOUS SHAREHOLDER(S) CONSENT
TO ACTION WITHOUT MEETING
AND WAIVER OF NOTICE THEREOF**

The Shareholder(s) of King Mountain Tobacco Company, Inc. ("Corporation") hereby unanimously consent(s) to adoption of the following action without a meeting.

Director Election

WHEREAS, Sections 5.1, 5.3, and 6.2(c) of the bylaws of the Corporation provide that Shareholders may act without a meeting or vote, including acting by consent to elect Directors of the Corporation; and

WHEREAS, the Corporation was wholly owned by the late Delbert L. Wheeler, Sr. ("Delbert"), and his wife Trina A. Wheeler ("Trina") before Delbert's death on June 30, 2016; and

WHEREAS, the Yakama Nation Tribal Court ("Court") has named Trina and Terryanna Wheeler as co-administrators for the probate of Delbert's Estate; and

WHEREAS, Trina claims all right, title, and interest in and to the stock of the Corporation as Delbert's surviving spouse, but recognizes claims by other parties that Delbert's Estate owns the stock in the Corporation, and none of those claims have yet been resolved by the Court; and

WHEREAS, whether the Corporation is owned in part or entirely by Trina or the Estate, both Trina individually and the Estate join to take the actions contained herein; and

WHEREAS, no annual meeting of the Corporation was held in 2017 and the Shareholder(s) desire(s) to act by unanimous consent without a meeting to elect new Directors to replace prior ones;

THEREFORE, BE IT RESOLVED THAT:

1. Directors Elected:

The following individuals are hereby elected as the Directors of the Corporation by unanimous agreement of those entitled to vote its shares:

- a. Trina A. Wheeler
- b. Terryanna L. Wheeler
- c. Gordon Boyd

2. Former Directors:

The above-listed Directors of the Corporation shall serve as successors to the following, now former, Directors of the Corporation, effective immediately upon delivery of this document to the Corporation:

- a. *Atwi* Delbert L. Wheeler, Sr.
- b. Kamiakin T. Wheeler; and
- c. Kanim James.

By their signatures below, the Shareholder(s) or the duly authorized legal representatives for the Shareholder(s) of the Corporation, unanimously consent to adoption of the foregoing action without a meeting. Further, the Shareholder(s), or their duly authorized legal representatives, hereby waive the right to any notice being given them as provided by law, or in the articles or bylaws of the Corporation for all purposes.

Estate of Delbert L. Wheeler, Sr., Shareholder(s)

By: Trina Wheeler Date: 1-16-2018
Trina A. Wheeler, Co-Administrator

By: Terryanna L. Wheeler Date: 1/16/2018
Terryanna L. Wheeler, Co-Administrator

Trina Wheeler, individually and as a single person

By: Trina Wheeler Date: 1-16-2018
Trina A. Wheeler, a single person